

RECORDATION NO. 22845-G FILED

OCT 17 '06

2-28 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 500  
Rosemont, IL 60018-4214

VIA UPS 2<sup>nd</sup> DAY AIR

October 12, 2006

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 29, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22845.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: The Burlington Northern and Santa Fe  
Railway Company  
2600 Lou Menk Drive  
Fort Worth, TX 76161

A description of the railroad equipment covered by the enclosed document is four hundred ninety (90) 4400 cu. ft., rotary, aluminum coal gondola Cars, marked FURX (see Exhibit A for car numbers).


A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

  
Marcia Dunne  
Rail Documentation Specialist

Enclosures

(BNSF131)

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## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

29th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29th day of June, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and BNSF Railway Company ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 1995, as amended April 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 81 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 20, 2006 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski  
Name: K.A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 5th day of July, 2006.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

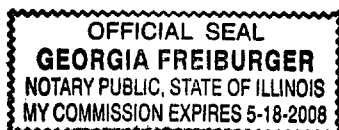
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of July, 2006.

Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)



**LESSEE:**

BNSF RAILWAY COMPANY

By: *Richard A Margl*  
Name: RICHARD A. MARGL

Title: AVP Carload Equipment

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 29th day of June, 2006.

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF TARRANT

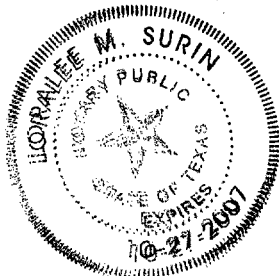
I, LORALEE M. SURIN, a Notary Public of the County and State  
aforesaid, certify that RICHARD A. MARGL personally appeared before me this day  
and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29th day of June, 2006.

*Loralee M Surin*  
Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)



## EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Ninety (90)

DESCRIPTION OF CARS: 4400 cu. ft. rotary, aluminum coal gondolas, 263GRL

### CAR NUMBERS:

FURX 950026	FURX 950056	FURX 950087
FURX 950027	FURX 950057	FURX 950088
FURX 950028	FURX 950058	FURX 950089
FURX 950029	FURX 950059	FURX 950090
FURX 950030	FURX 950060	FURX 950091
FURX 950031	FURX 950061	FURX 950092
FURX 950032	FURX 950062	FURX 950093
FURX 950033	FURX 950063	FURX 950094
FURX 950034	FURX 950064	FURX 950095
FURX 950035	FURX 950065	FURX 950096
FURX 950036	FURX 950066	FURX 950097
FURX 950037	FURX 950067	FURX 950098
FURX 950038	FURX 950068	FURX 950099
FURX 950039	FURX 950069	FURX 950100
FURX 950040	FURX 950070	FURX 950101
FURX 950041	FURX 950071	FURX 950102
FURX 950042	FURX 950072	FURX 950103
FURX 950043	FURX 950073	FURX 950104
FURX 950044	FURX 950074	FURX 950105
FURX 950045	FURX 950076	FURX 950106
FURX 950046	FURX 950077	FURX 950107
FURX 950047	FURX 950078	FURX 950108
FURX 950048	FURX 950079	FURX 950109
FURX 950049	FURX 950080	FURX 950110
FURX 950050	FURX 950081	FURX 950111
FURX 950051	FURX 950082	FURX 950112
FURX 950052	FURX 950083	FURX 950113
FURX 950053	FURX 950084	FURX 950114
FURX 950054	FURX 950085	FURX 950115
FURX 950055	FURX 950086	FURX 950116